

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

SANOFI-AVENTIS and
SANOFI-AVENTIS U.S. LLC,

Plaintiffs,

v.

C.A. No. 07-572 (GMS)

ACTAVIS SOUTH ATLANTIC LLC,
AUROBINDO PHARMA LTD.,
AUROBINDO PHARMA USA INC.,
MYLAN PHARMACEUTICALS INC., PAR
PHARMACEUTICAL, INC., RANBAXY
INC., RANBAXY LABORATORIES
LIMITED, SUN PHARMACEUTICAL
INDUSTRIES, INC., SUN
PHARMACEUTICAL INDUSTRIES LTD,
TEVA PHARMACEUTICALS USA, INC.,
TORRENT PHARMA INC. and TORRENT
PHARMACEUTICALS LIMITED,

Defendants.

**PLAINTIFFS' REPLY TO DEFENDANT TEVA
PHARMACEUTICALS USA, INC.'S COUNTERCLAIMS**

Plaintiffs sanofi-aventis and sanofi-aventis U.S. LLC ("sanofi-aventis U.S."), for their Reply to the numbered paragraphs of the Counterclaims of Defendant Teva Pharmaceuticals USA, Inc. ("Teva"), hereby state as follows:

1. Admitted that Teva purports to state declaratory judgment counterclaims that arise under the Patent Laws of the United States, 35 U.S.C. § 1 *et seq.*, the Declaratory Judgment Act, 28 U.S.C. §§ 2201 and 2202 and the Food and Drug Laws of the United States, 21 U.S.C. § 355, but denied that there is any factual or legal basis for these counterclaims.

2. Admitted.

3. Plaintiffs do not contest venue in this Court for this Action.

4. Admitted.

5. Admitted, upon information and belief.

6. Admitted.

7. Admitted.

8. Denied that Plaintiff sanofi-aventis U.S. is the current assignee of the '491 patent. Admitted, based upon the assumption that Teva intended to allege that Plaintiff sanofi-aventis is the current assignee of the '491 patent.

9. Admitted.

10. Admitted.

11. Admitted.

12. Admitted, except denied that Jagotec is a Counterclaim Defendant.

13. Denied that the '491 and '940 patents were listed in connection with NDA No. 20-468. Admitted, based upon the assumption that Teva intended to allege that the '491 and '940 patents were listed in connection with NDA No. 21-287.

14. Admitted that Teva seeks FDA approval to market its generic ANDA drug product prior to the expiration of the '491 patent and the '940 patent and that Teva's ANDA includes a certification under 21 U.S.C. § 355(j)(2)(A)(vii)(IV). Denied as to Teva's reasoning for including a certification under 21 U.S.C. § 355(j)(2)(A)(vii)(IV).

15. Admitted that Teva sent Plaintiffs a notice letter of its paragraph IV certifications, but denied that the letter contained a detailed factual and legal statement as to the basis of Teva's ANDA certification.

16. Admitted.

17. Plaintiffs restate and incorporate by reference their responses to the allegations contained in Counterclaim Paragraphs 1-16 as though set forth specifically herein.

18. Admitted.

19. Denied.

20. Denied.

21. Plaintiffs restate and incorporate by reference their responses to the allegations contained in Counterclaim Paragraphs 1-16 as though set forth specifically herein.

22. Admitted.

23. Denied.

24. Denied.

25. Plaintiffs restate and incorporate by reference their responses to the allegations contained in Counterclaim Paragraphs 1-16 as though set forth specifically herein.

26. Admitted.

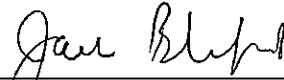
27. Denied.

28. Denied.

Wherefore, Plaintiffs deny that Teva is entitled to any relief, either as prayed for in its Counterclaims or otherwise.

Plaintiffs further deny each allegation contained in Teva's Counterclaims that was not specifically admitted, denied, or otherwise responded to in this Reply to Defendant Teva Pharmaceuticals USA Inc.'s Counterclaims.

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November 14, 2007

CERTIFICATE OF SERVICE

I hereby certify that on November 14, 2007 I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing to:.

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I further certify that I caused to be served copies of the foregoing document on November 14, 2007 upon the following in the manner indicated:

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